

BYLAWS
FOR THE
"ROTARY CLUB OF PLYMOUTH, MICHIGAN (U.S.A.) INCORPORATED"
A MICHIGAN NON-PROFIT CORPORATION
OPERATING UNDER THE ASSUMED NAMES OF
"PLYMOUTH ROTARY CLUB" AND "ROTARY CLUB OF PLYMOUTH"

ADOPTED March 8, 2024

**Bylaws
of the
Rotary Club of Plymouth, Michigan (U.S.A.), Incorporated
Operating Under the Assumed Name(s)
of
"Plymouth Rotary Club" and "Rotary Club of Plymouth"**

Article 1 Definitions:

1. Club: Rotary Club of Plymouth, Michigan (U.S.A.), Incorporated, operating under the assumed name(s) of "Plymouth Rotary Club" and "Rotary Club of Plymouth"
2. Board: The Board of Directors of the Club
3. Director: A member elected or appointed to the Club's Board
4. Voting-Director(s): A Director or Directors who has/have the power to vote.
5. Member(s): Any/all Club member in good standing, other than an honorary member.
6. RI: Rotary International
7. Year: The twelve-month period ending June 30th.
8. President: The person elected by the Board as president.
9. President-Elect: The person elected by the Board as president-elect.
10. Treasurer: The person elected by the Board as treasurer.
11. Secretary: The person elected by the Board as secretary.
12. Quorum; The minimum number of eligible voters required to be present when a vote is taken.
13. Plurality: Approval by the greatest number of votes, even if not a majority
14. Majority: Approval by at least 51% of eligible voters
15. Super Majority: Approval by two-thirds (2/3rds) of eligible voters
16. Executive Secretary: The person appointed by the Board as the Executive Secretary
17. General Election: An election by Club Members
18. Special Election: An election by Voting Director(s)
19. Club Constitution: The constitution, as adopted by the Club.
20. Rules of Order: The "Robert's Rules of Order," currently in effect or as may be amended.

Article 2 Board:

The governing body of the Club shall be the Board. The Board shall consist of *not less than nine (9) Directors*, each of whom shall *be* entitled to one (1) vote a/k/a "Voting-Director(s), and a **President**, who shall *not* be considered as a Voting-Director(s), unless there is a tie vote on any proposal [e.g., where there is a tie vote by the Voting Director(s)]. In addition, one of the Directors shall be elected by members of the board to serve as President-Elect. Also, in addition, one of the Directors shall be elected by members of the board to serve as President-Nominee; who will also serve as the Secretary of the board. Further, the Board may appoint the Club's immediate past-president and the **Executive Secretary** to act as *advisors* to the Board, but *neither* of said persons shall be considered as a **Director**, nor have the *power to vote*. Directors shall be elected or appointed in accordance with Article 3 of these Bylaws.

Article 3 Elections and Terms of Office

Section 1 — One month before elections, members nominate candidates for any open director position. The nominations may be presented by a nominating committee, by members from the floor, or both.

Section 2 – The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 – If any officer or board member vacates their position, the remaining members of the board will appoint a replacement.

Section 5 – The terms of office for each role are:

President – one year

President Elect – one year

Treasurer – three years, with option to be elected for second three-year term.

President-Nominee/Secretary – one year

Director – three years, with option to be elected for second three-year term.

The term of office following successful election is three years. A director may run for a second, consecutive, three-year term. Following the second, consecutive, three-year term, a Director, shall not seek re-election for a period of three years so as to encourage other club members to seek election.

The Board of Directors shall elect its own officers from its current membership by the end of January for the following fiscal year. A nominating committee, consisting of current Board Members may be appointed by the sitting President. The nominating committee will assemble a slate of proposed Officers for the next fiscal year. Proposed Officer positions will be Secretary, Treasure, President Nominee, and President Elect. The slate of officers will be presented and voted on at any regular or special meetings of the Board of Directors. The President Elect is expected to serve as the Club President for the next fiscal year.

Section 2 — *Election Procedures* In any General Election, **at least two (2) candidates must be included on the election ballot for each Director position to be filled**, and any incumbent Director who is eligible to run again may be included as one of said two candidates. Ballots shall be distributed in a manner and time deemed appropriate by the Board. So long as ballots have been distributed to *at least two-thirds (2/3rds)* of Members, the election shall be considered valid, and those persons receiving the greatest number of votes, by a *plurality vote*, shall be seated as the Director(s) for the upcoming year.

Article 4 Duties of Officers:

Section 1 — *President*. It shall be the duty of the President to preside at meetings of the Club and the Board and to perform other duties as determined by the Board or as otherwise set forth in these Bylaws. Additionally, the President shall be required to cast a tie-breaker vote.

Section 2 — *President-Elect*. It shall be the duty of the President-Elect to serve as a Director and to perform such other duties as determined by the Board. It shall also be the duty of the President-Elect to serve as President in the President's absence. Further, it shall also be the duty of the President-Elect to perform a review and present considerations to the board on any change of the bylaws on an annual basis.

Section 3 — *Treasurer*. It shall be the duty of the Treasurer to serve as a Director and serves as Chief Financial Officer of the Club, accounting for it to the Club annually and at any other time upon demand by the Board, and to perform other duties as pertains to the office of Treasurer (e.g., signing of bank or credit union check and other documents,

signing tax returns). Upon vacating from the office, the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts, or any other Club property.

Section 4 — Secretary. *It shall be the duty of the President-Nominee to serve as Secretary of the board, as well as serving as Director to the club. It shall also be the duty of the Secretary to record and preserve the minutes of such meetings.*

Section 5 – Past President. It shall be the duty of the Past President to serve as an advisor to the Board should the Board request but is not a voting member of the Board.

Section 6 – Executive Secretary. It shall be the duty of the Executive Secretary to serve as the business manager for the Club and support the President and others in their Club duties. This position is appointed by the Board and is not a voting member of the Board.

Article 5 Club and Board Meetings:

Section 1 — Annual Meeting. An annual meeting of this Club shall be held at a time decided by the Board, at which time the election of Director(s) to serve for the upcoming Year shall occur.

Section 2 — Meeting Date(s). The regular weekly meetings of the Club shall be held on the day set by the Board, due notice of any changes in or canceling of the regular meeting shall be given to all Members.

Section 3 — Quorum at Club Meetings. **The physical or online presence of One-third (1/3rd)** of the Club membership shall constitute a **Quorum** at the annual and regular meetings, and no meeting shall be considered an official meeting unless a Quorum is present. No official votes may be taken and recorded unless 1/3 of the club membership is present.

Section 4 — Board meetings are held each month on a day and time set by the board. A **special meeting** of the Board may be called by the President *or* two any (2) Voting-Director(s) on an **"as needed"** basis.

Section 5 — **Quorum at Board Meetings.** The presence of **two-thirds (2/3^{rs})** of all Voting Director(s) shall constitute a Quorum at regular and special meetings of the Board, and no decision by the Board shall be effective unless **a Quorum is present**. A Director may be considered **as "present"** if he or she **physically present at the meeting or otherwise is in direct communication with the Board either by telephone, facsimile, video, e-mail, or other electronic means.**

Section 6 – Each board member is required to inform the President of the Club in anticipation of an absence, including the reason of the absence. If a board member is absent four (4) times within a 12-month period or absent two (2) times in a row without contacting the President, the President will notify the board. The board may take formal action to accept the resignation and declare the seat vacant. In the event that there is a vacancy, the board will follow the election process in Article 3 for vacated positions.

Article 6 Fees and Dues:

Section 1 — **Admission Fee** The membership admission fee, if any, shall be set by the Board and shall be paid by the new member upon acceptance into membership.

Section 2 — **Membership Dues.** The membership dues shall be set by the Board and shall be payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each Member's' subscription to the RI official magazine.

Article 7 Method of Voting:

Section 1 — **Board Voting.** Unless otherwise stated in these Bylaws, no proposal before the Board shall be considered as **"approved"** unless there is **a Quorum** of Voting Director(s), and the proposal is approved by a **plurality** of the Voting Director(s) present. For purposes of **voting**, a Director shall be considered present and have the right to cast his/her vote if he/she is either physically present or in communication with the Board at the time of the meeting **by telephone, proxy, facsimile, video, email, or other electronic means.**

Section 2 — **Member Voting.** Unless otherwise stated in these Bylaws, no proposal before the Club shall be considered *as "approved"* by the Members unless *at least one-third (1/3rd)* of the Members *are present*, and the proposal is approved by *a plurality* vote of those Members. For purposes of voting, *"present"* shall mean that the Member is physically present or in direct contact with the Executive Secretary or any Director by *telephone, proxy, facsimile, video, email, and other electronic means, such as by voting through the Club's website, if available.* Any vote cast *after* the time designated for the vote *will not be counted.*

Article 8 Five Avenues of Service:

The five (5) Avenues of Service are the philosophical and practical framework for the work of Rotary. They are Club Service, Vocational Service, Community Service, International Service, and New Generations. The Club will be active in each of the five Avenues of Service.

Article 9 Committees:

Section 1 - Club committees are charged with carrying out the annual and long-range goals of the Club based on the five (5) Avenues of Service. The President, President-Elect, and immediate Past President should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for an appropriate number of years to ensure consistency. The President-Elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of his/her Year in office.

It is recommended that the chair have previous experience as a member of the committee. Standing committees should be appointed as follows:

- Membership
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- Club Public Relations
This committee should develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities.
- Club Administration
This committee should conduct activities associated with the effective operation of the Club.
- Service Projects
This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.

Additional ad hoc or standing committees may be established by the Board **as needed.** *Such committees would be organized under one of the four committees listed above (Membership, Club Public Relations, Club Administration, Service Projects).*

Section 2 — *The president is an ex officio member of all committees.*

Section 3 — *Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.*

Article 10 Finances:

Section 1 — **Budget** Prior to the beginning of each Year or as soon as possible thereafter, the President shall prepare, and the Board shall consider a budget of estimated income and expenditures for the Year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board.

Section 2 — **Deposit of Funds.** The Treasurer or Executive Secretary shall deposit all Club funds in a bank, credit union, or other financial institution or brokerage firm named by the Board. The Club funds shall be accounted for as the Board determines reasonable.

Section 3—**Payment of Bills.** All bills shall be paid by Executive Secretary only when approved by the Board. All bills paid are reported to the Treasurer and the Club Board. Disbursement of funds (*e.g.*, checks) shall require the signatures of two person(s) appointed by the Board (i.e. – President, Executive Secretary, Treasurer, etc.).

Section 4 — Board Approval of Financial Statements. A review and approval of all financial transactions shall be made by the Board at its regular monthly meeting.

Section 5 — *Collection of Member Dues.* The fiscal Year of this Club shall extend from 1 July to 30 June, and for the collection of Members' dues shall be divided into two (2) semiannual periods, extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each Year based on the membership of the Club on those dates.

Article 13 Method of Electing a New Member to the Club:

Section 1 — Name Submitted to Board. The name of a prospective member, proposed by a Member in good standing of the Club, shall be submitted to the President, who will forward the information to the Executive Secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 — *Review of Membership Requirements*-The Board shall ensure that the proposal meets all the membership requirements of the Club Constitution.

Section 3 — *Approval/Disapproval.* The Board, by **Majority vote**, shall approve or disapprove the proposal *within 60 days* of its submission and shall notify the **proposer** of its decision through the Membership Chair or Club Secretary. If the decision is *unfavorable*, the proposer may request to appear before the Board at its next monthly meeting to *appeal* the Board's disapproval. After the appeal, the Board shall vote *without* non-Board Members being present, on whether to approve or disapprove the proposal.

Section 4 — *Notice of Expectations Upon Approval.* If the decision of the Board is *favorable*, either initially or after an appeal by the proposer, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership. Following such procedure, the prospective member shall be requested to sign the membership proposal form and to permit his/her name and proposed classification to be published to Members.

Section 5 — *Admission After Publication.* If no written objection to the proposal, stating reasons, is received by the Board from any Member of the Club within seven (7) days following publication of information about the proposed member, the proposed member shall be considered to have been admitted to the Club's membership, contingent upon said person paying his/her *new member induction fee and Club dues*.

If *any* objection to membership has been filed with the Board, the *objector* may appear before the Board at its next monthly meeting to explain his/her objection and to answer any questions of the Board. *Then*, the Voting Director(s), by its *Super Majority* vote and without any non-Board member being present, shall approve or disapprove the proposed member for membership. If approved, then upon payment of the new member admission fee and Club dues, the proposed member shall be considered to have been admitted to the Club's membership. If the membership proposal is disapproved, the proposal shall be considered as final, and the person *may not be proposed again for membership for at least two (2) years*.

For purposes of this Article 13, the voting procedure set forth in Article 7, Section 1, shall be followed, *except to the extent modified in this Article 13*.

Section 6 — *New Member Induction.* Following the election, the President shall arrange for the new member induction, *at which time the new member shall be presented with his/her membership card, new member Rotary literature, and invoice for the new member admission fee and Club dues*. In addition, the President or Executive Secretary shall report the new member information to RI and the President or representative of the Membership Committee shall assign a Member to assist with the new member assimilation into the Club, as well as to assign the new member to a Club project or function, as needed.

Section 7 — *Honorary Member.* The Club may elect, in accordance with the Club Constitution, honorary members proposed by the Board.

Section 8 - *Revocation of Membership* - Upon the Super Majority vote of the Voting Director(s), a Member's membership may be revoked, so long as such action is not inconsistent with the Club Constitution. If membership is revoked, there shall no refund of dues or other monies paid by the Member.

Article 14 Resolutions:

The Club shall not consider any resolution or motion to commit the Club on any matter until the Board has considered and approved it.

Article 15 Format of Board Meetings:

- Meeting called to order
- Roll Call
- Correspondence
- Secretary's Report
- Treasurer's Report
- Executive Secretary's Report
- President's Report
- Old Business
- New Business
- Adjourn

The President, with Board approval, shall have the right to modify the format of Board meetings. Further, unless a particular procedure is prescribed in these Bylaws, the Rules of Order shall be followed for conducting fair and orderly Board meetings.

Article 16 Amendments:

These Bylaws *may be amended* by the Super Majority vote of the Board, following a period of no less than seven (7) days once the proposed changes to the bylaws were provided to all voting members of the club.

No amendment or addition to these Bylaws may be made which is not in harmony with the Club Constitution, vis-a-vie amendments to RI's standard club constitution, or RI's Constitution, RI's Bylaws, RI's Code of Policies, or other governing instruments (collectively, "*RI's governing instruments*"). Moreover, any amendment to RI's governing documents which mandate a change to these Club Bylaws shall be deemed an amendment hereto, without the need for any action by the Club or its Board of Directors. Further, any amendment to RI's governing documents which recommend (but not mandate) a change to these Club Bylaws also shall be deemed an amendment hereto, without the need for any action by the Club or its Board of Directors, to the extent that such recommended change does not directly conflict with any existing provision in these Bylaws.

These Bylaws *supersede any prior Club Bylaws*.

Adopted: March 8, 2024

President:

